

Exhibit A

Part 2 of 2

HOUNDSTOOTH CORPORATION

By: _____
Name:
Title:

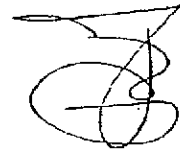
A handwritten signature, possibly reading "J. H.", written in black ink.A handwritten signature, possibly reading "J. H.", written in black ink.

EXHIBIT A

MEDICAL AND DENTAL PLAN COMPARISON (Continued)

| COVERAGE OPTIONS | | | |
|---------------------------------------|--|--|--|
| | In Network | Out of Network | |
| MENTAL & NERVOUS | | | |
| In-Patient | \$200 Co-Pay (limited to 40 days lifetime max/individual) | 80% after deductible (limited to 20 days lifetime maximum/ individual) | No Co-Pay (limited to 35 days/calendar year) |
| Out-Patient | \$10 Co-Pay (limited to 40 visits/calendar year per Individual) | 80% after deductible (limited to 40 visits/ calendar/ year per individual) | \$25 Co-Pay (limited to 20 visits/calendar year) |
| ALCOHOL AND SUBSTANCE ABUSE | | | |
| In-Patient | \$200 Co-Pay (Lifetime max of \$15K per Individual) | 80% after deductible (Lifetime max of \$15K per Individual) | No Co-Pay |
| Out-Patient | \$10 Co-Pay (limited to 30 visits/calendar year. Lifetime max of \$15K/individual) | 80% after deductible (limited to \$75/visit to 20 visits/calendar yr. Lifetime max of \$15K/ individual) | \$15 Co-Pay (limited to 60 visits/calendar year) |
| COSMETIC SURGERY | | | |
| Not Covered | | | |
| DENTAL BENEFITS | | | |
| Deductible | \$100 per person (\$300 for family) | | None |
| Maximum Calendar Year Benefit | \$2000 | | None |
| DENTAL SERVICES | | | |
| Preventive Services (I) | 100% not subject to deductible | | \$2 Co-Pay |
| Basic Services (II) | 80% after deductible | | \$2 Co-Pay |
| Major Services (III) | 50% after deductible | | Available at reduced fees |
| Orthodontics | Not Covered | | Available at reduced fees |
| Employee Monthly Deduction | | | |
| Single (medical & dental) | \$65 | | \$40 |
| Single + one (medical & dental) | \$128 | | \$85 |
| Family (medical family/single dental) | \$175 | | Not Available |
| Family (medical & dental) | \$210 | | \$142 |

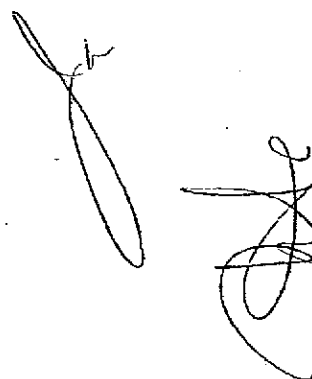
1. This outline contains highlights only and is subject to change. Full coverage details are contained in the Summary Plan Document.
2. Coverage is effective the first day of the month following a one-month waiting period from your hire date.

Schedule 3(a)

Joseph Abbud Worldwide Rent Expense

Rental expense @ 100% for the period commencing from the Closing Date through
September 30, 2000

\$10,967.09 per month

A handwritten signature in black ink, consisting of a large, stylized 'J' followed by a series of loops and a horizontal line.

05/18/00 18:29 FAX 12123979380

J.A. APPAREL CORP.

05/18/2000 16:04 2122239398

ABBODD WORLDWIDE

0002
PAGE 01

Schedule 3(b)

Joseph Abboud Worldwide Employee Expense

| Name | Title | Semi-monthly | Monthly |
|---------------------|-----------------------|--------------|-----------|
| Mark Scarborough | Exec VP / Gen Mgr | 7916.67 | 15,833.34 |
| Robert Franceschini | Senior VP / Marketing | 10,000.00 | 20,000.00 |
| ① Dominick Leuci | Creative Director | 3333.34 | 6666.68 |
| Deborah Koncan | Designer | 2666.67 | 5333.34 |
| Amy Vernazza | Admin Support | 1791.67 | 3583.34 |

Total

Semi-monthly

\$25,708.35

Monthly

\$51,416.70

Benefits costs per month②

\$7963.95

Total Salary + Benefits per month

\$59,380.65

① In addition to monthly salary noted, Dominick Leuci also to receive a single lump sum payment of \$4750.00 on June 30, 2000 for the period from July 1 through September 30, 2000.

② Benefits calculation inclusive of:

Insurance:

- Medical
- Dental
- Disability
- Federal and State Unemployment
- Workers Compensation

Taxes:

- Social Security
- Medicare

Misc:

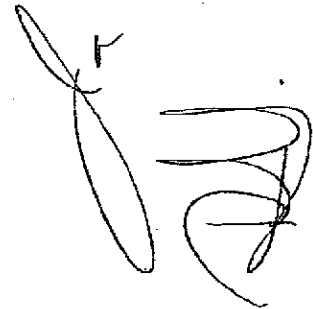
- Payroll and Direct Deposit Service

D 00050

Schedule 3(c)

Joseph Abboud Worldwide Rent Expense

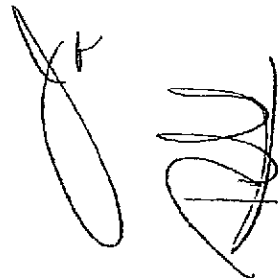
Rent expense @ 50% for the period from and including October 1, 2000 to and including the earlier to occur of (y) December 31, 2000 and (z) the date that Worldwide subleases, assigns or surrenders its lease with respect to the third floor offices in 49 West 57th Street in New York City currently occupied by Worldwide.

A handwritten signature or set of initials, possibly reading 'J.A.', is written in black ink. It consists of a large, stylized 'J' followed by a smaller 'A'.

D 00051

EXHIBIT 2.3(vi)

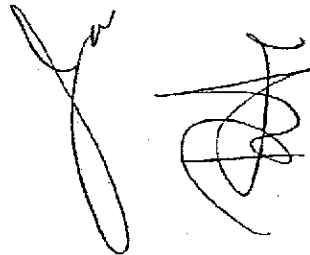
- The incorporation and valid existence of JA Apparel.
- The authorization of the execution and delivery of the Agreement of Purchase and Sale by JA Apparel.
- The due execution and delivery by JA Apparel of the Agreement of Purchase and Sale.
- The due execution and delivery of the Side Letter Agreement by JA Apparel.
- The enforceability of the Agreement of Purchase and Sale and the Side Letter Agreement against JA Apparel.

Handwritten signature and initials, possibly "JP" and "JA", in black ink.

SCHEDULE 3.3 - LICENSEE CONSENTS

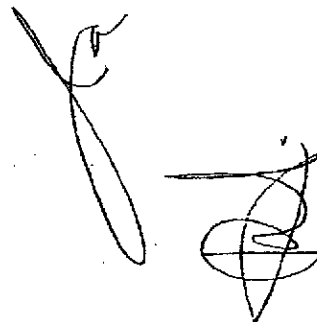
The following is a list of Licensees whose License Agreements cannot be assigned without their consent to such assignment, as per the terms of their License Agreements:

- | | |
|--------------------------|---------------------------|
| 1. GFT | 19. Pietrafesa |
| 2. Ambassador | 20. Portolano |
| 3. Avon Home Furnishings | 21. Sergio Pellari |
| 4. Cardinal | 22. United Feather & Down |
| 5. Carnival | 23. V. Fraas |
| 6. Creative Bath | 24. Whaling |
| 7. Daylor | |
| 8. E. Gluck | |
| 9. Euro Italia | |
| 10. Florsheim | |
| 11. General Motors | |
| 12. Grieco | |
| 13. Hedaya | |
| 14. Induter | |
| 15. Kravet | |
| 16. Majestic | |
| 17. Onward Kashiwama | |
| 18. Pancaldi | |

Two handwritten signatures are present. The first signature is on the left, appearing to be 'Y' followed by a flourish. The second signature is on the right, appearing to be 'J' followed by a flourish.

SCHEDULE 3.6(b)

Notice is hereby given that a party in Mexico has claimed all right, title and interest to the trademark "Joe" in connection with retail apparel sales and operations.

Handwritten signature and initials in black ink. The signature is a stylized, cursive 'J' followed by a vertical line. To its right are the initials 'EJ' in a similar cursive style.

Schedule 3.7

JOSEPH ABBOD WORLDWIDE

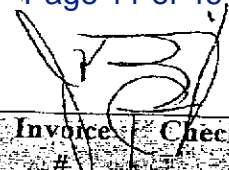
Most recent MGR payment received, by Licensee

| Company | Product Categories | \$ Amount | Date paid | Invoice # | Check # |
|--|--|---------------------------|-----------|------------|---------------|
| Avon | Tablecloths, Place Mats, Kitchen Textiles | 17,500 | 4/3/00 | 355 | 11297 |
| Bess Manufacturing | Decorative Pillows | 10,000 | 4/4/00 | 356 | 15702 |
| Carnival | Men's Clothing, Furn., Sportswear, Accessories | 10,000 | 5/17/00 | 375 | Wire transfer |
| Couristan | Woven and Printed Area Rugs | 10,000 | 1/20/00 | 371 | 63037 |
| Creative Bath | Shower Curtains and Accessories | 10,000 | 4/24/00 | 357 | 33229 |
| E. Gluck Corp. | Men's Watches & Timepieces | 10,000 | 4/3/00 | 348 | 40538 |
| EuroItalia / EuroParfums | Men's Fragrance | 33,459 | 1/20/00 | 327 | Wire transfer |
| Excel | Flatware | 3,750 | 8/9/99 | 309 | 71882 |
| Florsheim | Men's Shoes | 75,000 | 4/26/00 | 349 | 047142 |
| General Motors Corporate, (consulting) | Design promotional collection for 2000 Olympic games | 90,000 (final payment) | 3/6/00 | 328 | 2294103 |
| General Motors, Buick Regal, (license) | Style Buick Regal (1 st pymt expected Oct 2000) | No MGR | | | |
| GFT | Sportswear (1 st Quarter) | 212,156 | 4/28/00 | R-JAS 3/00 | 050294 |
| GFT | Men's Tailored Clothing, and Furnishings | 387,500 | 3/31/00 | | 049971 |

Updated 6/12/00

Page 1 of 3

D 00055



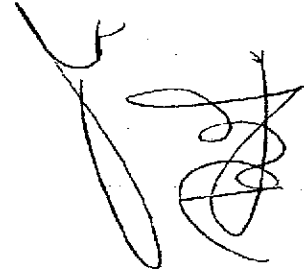
| Company | Product Categories | \$ Amount | Date paid | Invoice # | Check # |
|----------------------------------|---|-----------|-----------|---------------|---------------|
| Hedaya | Hand Made Quilts & Accessories | 12,500 | 4/19/00 | 358 | 016182 |
| Humphreys Inc. | Men's Belt and Small Leather Goods | 100,000 | 2/18/00 | 332 | 68139 |
| Imperial | Wall Coverings | 15,000 | 1/21/99 | 213 | 1004075 |
| Induter / Atrium / Davidson | Bedding, Bath, Blanket & Beach | 25,000 | 4/6/00 | 359 | Wire transfer |
| Kravet | Decorative Fabrics | 6,250 | 3/27/00 | 360 | 138478 |
| Majestic Industries | Men's Swimwear, Sleepwear, Robes & Loungewear | 20,000 | 3/27/00 | 361 | 238 |
| Onward Kashiya | Men's Tailored Clothing, Furnishings and Sportswear | 81,000 | 4/11/00 | 350 | 50104 (GFT) |
| Pancaldi (license in litigation) | Womens Shoes | 10,000 | 2/16/99 | 210 | 2009 |
| Pietrafesa Corp. | Men's Overcoats | 10,000 | 1/19/00 | 320 | 82631 |
| PTS America | China | 10,000 | 4/30/99 | 258 | 4931 |
| Quentin Ashford | Men's Sterling Silver Jewelry | 8,750 | 1/20/00 | 372 | 241 |
| Sergio Pellari/ADC | Women's Collection | 8,190 | 4/6/00 | 346 (partial) | 2578 |
| Simmons | Mattresses and Box Springs | 37,500 | 1/6/00 | 373 | 3201064 |
| United Feather & Down | Down Comforters and Pillows | 15,000 | 4/3/00 | 362 | 1001558 |
| V. Fraas | Men's Scarves Women's Scarves | 7,500 | 3/28/00 | 353 | 9360 |

Updated 6/12/00

Page 2 of 3

D 00056

| | | | | | |
|------------------|----------------|--------|---------|-----|------|
| Whaling Mfg. Co. | Men's Rainwear | 18,750 | 4/25/00 | 354 | 0070 |
|------------------|----------------|--------|---------|-----|------|

Handwritten signature or initials in black ink, consisting of a large, stylized 'V' or 'W' shape followed by a circular flourish.

[Handwritten signature]

| | | | | | |
|---|--|-------------------------|---------------|--------------------|------------------------------|
| Avon <i>Living Solutions</i> | | BANKBOSTON, NA MAINE | 52-153 112 | CONTROL NO. | 011297 |
| 75 Lundquist Drive • Braintree, MA 02184 | | | | | |
| *** SEVENTEEN THOUSAND FIVE HUNDRED AND NO/100 DOLLARS *** | | | | | |
| PAY TO THE ORDER OF: HOUNDS TOOTH CORP. 99 WEST 57TH STREET NEW YORK NY 10019 | | | | | |
| | | CHECK DATE 3/28/00 | | CHECK NO. 11297 | CHECK AMOUNT \$ 17,500.00 |
| <i>[Handwritten signature]</i> | | | | | |
| ⑈011297⑈ ⑆011201539⑆ 80 006 161⑈ | | | | | |

D 00058



BESS MANUFACTURING COMPANY
1307 27 EAST HUNTINGDON STREET
PHILADELPHIA, PA 19125

PNC BANK
NATIONAL ASSOCIATION
PHILADELPHIA, PA

NO. 015702

36
310

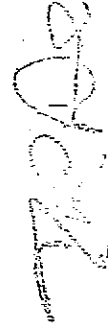
| DATE | AMOUNT |
|----------|----------------|
| 03-24-00 | *****10,000.00 |

PAY THIS AMOUNT

TEN THOUSAND AND 00/100 DOLLARS

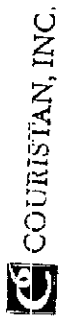
TO THE
ORDER OF:

HOUNDSTOOTH CORP
JOSEPH ABBOD CO-E.L. JOHNSON
650 FIFTH AVE 20TH FLOOR
NEW YORK, NY 10019



⑈015702⑈ ⑆031000053⑆ 860251131⑈

D 00059



HOUDSTOOTH CORP

\$10,000.00

063037



COURISTAN, INC.

TWO EXECUTIVE DRIVE
FORT LEE, NJ 07024

The Bank of New York (Delaware)
Newark, Delaware

PAY

TO THE
ORDER OF

HOUDSTOOTH CORP

063037

62-35
311

CHECK NUMBER

CHECK AMOUNT

\$10,000.00

DATE

1-20-00

AUTHORIZED SIGNATURE

⑈063037⑈ ⑈03100351⑈ ⑈0300974326⑈

[Handwritten Signature]

CREATIVE BATH PRODUCTS, INC.
250 CREATIVE DRIVE
CENTRAL ISIP, NY 11722

PAY
AMOUNT
OF

DATE
4-17-00

TO THE ORDER OF

Hands-tooth Corp

| EXPLANATION | AMOUNT |
|----------------------------|--------|
| <i>200-March Royalties</i> | |
| | |
| | |
| | |

THE SUM 10000 DOLLARS 00 CTS

DOLLARS

DESCRIPTION

CHECK
NUMBER

33229

CHECK
AMOUNT

\$ **10000.00**

1-12/280
33229

CHEMICAL BANK
615 GRAND BOULEVARD, DEER PARK, NY 11723

Michael J. McFarland

⑈033229⑈ ⑆028000121⑆ 844⑈105465⑈

[Handwritten signature]

FLEET BANK, NATIONAL ASSOCIATION
 Route 22
 Goldens Bridge, NY 10526
 (516) 531-6515

DATE
 03/31/00



E. GLUCK CORPORATION
 28-10 THOMSON AVENUE
 LONG ISLAND CITY, NY 11101

CHECK NO. 0040538

1-32
 219

PAY THIS AMOUNT
 *****10,000
 dollars ND cents

AMOUNT OF CHECK
 *****10,000.00

[Handwritten signature]

TO THE ORDER OF:
 HOUNDSTOOTH CORP.
 C/P JOSEPH ABBODD
 650 FIFTH AVE. 27th FL.
 NEW YORK, N.Y. 10019

"0040538" 1021900325 2598 02 3014"

Excel

100 ANDREWS ROAD
HICKSVILLE, NY
11801

HARRIS BANK ROSELLE
ROSELLE, ILLINOIS

DATE 8/09/99 CHECK NO. 71882

PAY EXACTLY *****3,750 DOLLARS 00 CENTS

PAY TO

JOSEPH ABOUD WORLDWIDE
49 W 57th ST
NEW YORK NY 10019

CHECK AMOUNT
*****3,750.00

⑈071882⑈ ⑈071915580⑈ 01⑈253⑈272⑈9⑈

[Signature]

[Signature]

D 00063

DATE: 04/20/00

CUST. ACCT. NO.

VENDOR NAME HOUNDSTOOTH CORPORAT

No. 047142
VENDOR NO: 91811

5000003153

349/JA LICENSE

03/06/00

75,000.00

0.00

75,000.00

DETACH AND RETAIN THIS STATEMENT AS YOUR RECORD OF PAYMENT.

Thank You

THE WORD VOID WILL APPEAR IF THIS CHECK IS COPIED IN ANY MANNER

FLORSHEIM GROUP INC.

North LaSalle Chicago, IL 60601-1014

FLORSHEIM

Bankers Trust (Delaware)
Wilmington, Delaware

62-36
31

No. 047142

* SEVENTY-FIVE THOUSAND DOLLARS AND 00/100 ***

HOUNDSTOOTH CORPORATION

N/A

STATELESS

04/20/00

\$***75,000.00

[Signature]

AUTHORIZED SIGNATURE

THE WORD VOID WILL APPEAR IF THIS CHECK IS COPIED IN ANY MANNER

THE FACE AND BACK OF THIS DOCUMENT HAVE MULTIPLE SAFETY FEATURES

JA APPAREL CORP.

MEADOWS OFFICE COMPLEX
301 Route 17 North, Rutherford, NJ 07070

CG-R-000000-000000

DATE 03/27/00

THREE HUNDRED EIGHTY-SEVEN THOUSAND FIVE HUNDRED AND 00/100

49971

NO. 049971

PAYABLE IN US FUNDS

AMOUNT

***\$387,500.00

VOID AFTER 180 DAYS

TO THE ORDER OF

HOUNDSTOOTH CORPORATION
650 FIFTH AVENUE
27 FL.
NEW YORK
ATTN: MR. JOSEPH ABBOUD
NY 10019

JA APPAREL CORP.

BY AUTHORIZED SIGNATURE

BY AUTHORIZED SIGNATURE

⑈00049971⑈

⑈021000048⑈

14 7192⑈

[Handwritten signature]

1612 HOUNDSTOOTH CORPORATION CHECK PAYMENT NBR.

| INVOICE | DESCRIPTION | DATE | P.O. NO. | GROSS AMT. | DISCOUNT | NET AMOUNT |
|--------------------------|-------------|----------------------|----------|-----------------------|----------|-----------------------|
| R-JAS-3/00 WJAS-3/00C | | 03/31/00 03/31/00 | | 213152.00 996.00-- | | 213152.00 996.00-- |
| TOTALS | | | | 212156.00 | | |

JA APPAREL CORP. MEADOWS OFFICE COMPLEX
301 Route 17 North, Rutherford, NJ 07070

THE FACE AND BACK OF THIS DOCUMENT HAVE MULTIPLE SAFETY FEATURES
THE BANK OF NEW YORK
WHITE PLAINS, N.Y.

DATE 04/26/00

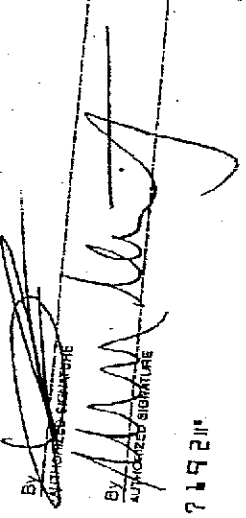
NO. 050294

PAYABLE IN U.S. FUNDS
AMOUNT
\$212,156.00
VOID AFTER 180 DAYS

THE SUM 212,156.00 CTS

TO
THE
ORDER
OF
HOUNDSTOOTH CORPORATION
650 FIFTH AVENUE
27 FL.
NEW YORK NY 10019
ATTN: JOSEPH ABBODD

JA APPAREL CORP.

By 
AUTHORIZED SIGNATURE

⑈00050274⑈ ⑆021000018⑆

14 7192⑈

J O S E P H
A B B O U D

April 28, 2000

Mr. Joseph Abboud, President
Houndstooth Corporation
90 Fine Brook Road
Bedford, NY 10506

Dear Mr. Abboud:

In accordance with the license agreement of January 19, 1996, our records indicate the following for Mens Sportswear for the period Jan. 1, 2000 to Mar. 31, 2000.

| | | |
|---|-------------|-----------|
| Net Sales, Full-Price Products | \$3,760,323 | |
| Percentage Royalty @ 5% : | | \$188,016 |
| Net Sales, Off-Price Products | 759,027 | |
| Percentage Royalty @ 2% : | | \$15,181 |
| Net Sales, Sub-Licensed Affiliates- Canada | 199,110 | |
| Percentage Royalty @ 5% : | | \$9,956 |
| Net Sales, Sub-Licensed Affiliates- Australia | N/A | |
| Percentage Royalty @ 5% : | | \$0 |
| Commission Income, Third Party - Mexico | 0 | |
| Your Share @ 50% | | \$0 |
| Percentage Royalty, 3-31-00 | | \$213,152 |
| Less: 10% Canadian W/H Tax | | 996 |
| Less: 10% Australian W/H Tax | | 0 |
| Percentage Royalty Due, to 3-31-00 | | \$212,156 |

Very Truly Yours,
JA Apparel Corp.

Wayne Markowitz
Executive V.P., C.A.O., C.F.O.

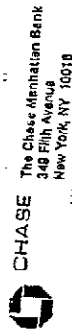
JA APPAREL CORP. BUSINESS OFFICE: 301 ROUTE 17N, 4TH FLOOR, RUTHERFORD NJ 07070 (201) 939-9139 FAX (201) 939-1997

D 00067

| HEDAYA HOME FASHIONS, INC. • 255 18TH ST. BROOKLYN, N.Y. 11215 | | | |
|--|--------------|----------------|----------------|
| INVOICE NO. | INVOICE DATE | VOUCHER NUMBER | INVOICE AMOUNT |
| 358 | 3/6/00 | | \$ 12,500.00 |
| CHECK NO. 16182 | | | PAYMENT AMOUNT |
| VENDOR NUMBER 85263 | | | 12,500.00 |
| TOTALS | | | |

HEDAYA HOME FASHIONS, INC.

255 18TH ST. BROOKLYN, N.Y. 11215 • (718) 365-3050



NO. 016182

| | |
|------------|-----------|
| CHECK DATE | CHECK NO. |
| 4/19/00 | 16182 |

NOTE: ORIGINAL CHECK HAS MICROPRINTING ON THE SIGNATURE LINE AND RED CHECK NUMBERS IMAGE THROUGH TO THE BACK OF THE SHEET.

| |
|--------------|
| CHECK AMOUNT |
| 12,500.00 |

PAY TO ORDER OF:

Houndstooth Corp.

[Signature]
AUTHORIZED SIGNATURE

⑈016182⑈ ⑆021000021003931609⑈

| HUMPHREYS INC. 2009 WEST HASTINGS ST. CHICAGO, IL 60608 45471 | | DETACH BEFORE DEPOSITING | | CONTROL NO. | |
|---|--------------|--------------------------|----------|-------------|------------|
| INVOICE NUMBER | INVOICE DATE | GROSS AMOUNT | DISCOUNT | ANTICIP. | NET AMOUNT |
| 332 | 02/08/00 | 100000.00 | 0.0 | 100000.00 | 100000.00 |
| | | 100000.00 | 0.0 | 100000.00 | 100000.00 |

HUMPHREYS INC.
2009 WEST HASTINGS ST. CHICAGO, IL 60608
312-997-2358

THE FIRST NATIONAL BANK
OF CHICAGO
CHICAGO, ILLINOIS

CONTROL NO. 068139

CHECK NO. 68139

702322
718

ONE HUNDRED THOUSAND AND 00/100.

PAY TO THE ORDER OF

HOUNDSTOOTH CORP.
ATTN: E. LEACH JOHNSON
JOSEPH ABBOD COMPANY
650 FIFTH AVE, 20TH FLOOR
NEW YORK NY 10019

11068139 1:07192325: 96 30164" 1149103 46

AUTHORIZED SIGNATURE

| | |
|------|----------|
| DATE | 02/11/00 |
|------|----------|

| | |
|-----------------|-----------------|
| PAY THIS AMOUNT | *****1.00000.00 |
|-----------------|-----------------|

| | |
|--------------------|-----------------|
| CONTROL NO. 068139 | CHECK NO. 68139 |
|--------------------|-----------------|

THE FIRST NATIONAL BANK
OF CHICAGO
CHICAGO, ILLINOIS

HUMPHREYS INC.
2009 WEST HASTINGS ST.
CHICAGO, IL 60608
312-997-2358
FAX 312-997-2147

70-2322
719

D 00069

IHDG™ Imperial Home Decor Group™
 23645 Mercantile Rd.
 Beachwood, Ohio 44122
 Check No. 1004075

| Invoice Date | | Voucher No. | Invoice Number | Gross Amount | Payment Amount |
|--------------|-----|-------------|----------------|--------------|----------------|
| Mo. | Day | Yr. | | | |
| 01 | 18 | 99 | 66790 | 15,000.00 | 15,000.00 |
| | | | ROYALTY | | |

56-1544
44

IHDG™
 Imperial Home Decor Group™
 23645 Mercantile Rd. • Beachwood, Oh. 44122

Date January 19, 1999

Pay to the order of
 Houndstooth Group
 90 Pine Brook Road
 Bedford NY 10506

Check No. 1004075

PAY EXACTLY
 *****15,000.00
 NOT VALID AFTER 90 DAYS

[Signature]

BANK ONE, NA
 CINCINNATI, OH

⑈ 1004075⑈ ⑈ 041115443⑈ 986618354⑈

D 00070

[Handwritten signature]

INDUTER U.S.A., INC.
PAY TO THE ORDER OF Woundstooth Corp.
Twenty Thousand and zero cents \$ 25,000.00
DATE March 28th 2000
1478
Banco Espanol de Credito S.A.
NEW YORK BRANCH
730 Fifth Avenue, New York, N.Y. 10019
10260090491: 29331.2011
10260090491: 29331.2011
1478

D 00071



KRAVET FABRICS, INC.
226 CENTRAL AVENUE SOUTH
BETHPAGE, NY 11714

THE BANK of NEW YORK
White Plains, NY
50-828/219

138478

PAY TO THE ORDER OF: SIX THOUSAND TWO HUNDRED FIFTY AND 00/100 DOLLARS
HOUNDSTOOTH CORP
49 W 57TH ST
3RD FL
NEW YORK NY 10019

DATE

AMOUNT

0138478 03/22/2000 *****\$6,250.00

KRAVET FABRICS, INC.

AUTHORIZED SIGNATURE

⑈138478⑈ ⑆021908288⑆ 98⑈702415⑈

Security Features. Details on back.

D 00072

PAYABLE THROUGH THE TORONTO DOMINION BANK, 31 WEST 52ND STREET, NEW YORK, N.Y. 10019-6101
 MAJESTIC-INTERNATIONAL USA, INC.
 3700 JEAN RIVARD STREET
 MONTREAL, QUEBEC H1Z 4K3

U.S. DOLLAR ACCOUNT
 1324780

0238

PAY TO the order of HoundsTeeth Corp. DATE April 1, 2000

LA SOMME DE 20,000.00 DOLLARS 20,000.00

THE SUM OF 20,000 and 00/100

TO BANK
 COMMERCIAL BANKING CENTRE
 3350 ST. LAURENT BLVD. & PRINCE ARTHUR ST.,
 MONTREAL (QUEBEC) H2X 2V3 47301-004

RE 200 DIR 2800 M.C.L. Re: Toussaint B&B Ltd

MAJESTIC INTERNATIONAL USA, INC.
 PER [Signature] PER [Signature]

1100023811 10260032431 004011730373011

1100023811 10260032431 004011730373011

[Signature]

D 00073

CHECK PAYMENT NBR.

1612 HOUNDSTOOTH CORPORATION

| INVOICE | DESCRIPTION | DATE | P.O. NO. | GROSS AMT. | DISCOUNT | DATE | NET AMOUNT |
|---------|-----------------|----------|----------|------------|----------|----------|------------|
| 1000 | VIA M. WEINBERG | 03/22/00 | | \$1,000.00 | 0.00 | 04/10/00 | \$1,000.00 |
| | | | | TOTALS | | | \$1,000.00 |

JA APPAREL CORP. MEADOWS OFFICE COMPLEX
301 Route 17 North, Rutherford, NJ 07070

PLEASE DETACH BEFORE CASHING

THE FACE AND BACK OF THIS DOCUMENT HAVE MULTIPLE SAFETY FEATURES

JA APPAREL CORP.
MEADOWS OFFICE COMPLEX
301 Route 17 North, Rutherford, NJ 07070

GRUPPO-GET

THE BANK OF NEW YORK
WHITE PLAINS, N.Y.

NO. 050104

DATE 04/10/00

EIGHTY-ONE THOUSAND AND 00/100

50104

PAYABLE IN U.S. FUNDS

AMOUNT
\$1,000.00

VOID AFTER 180 DAYS

TO THE ORDER OF
HOUNDSTOOTH CORPORATION
650 FIFTH AVENUE
27 FL.
NEW YORK NY 10019
ATTN: MR. JOSEPH ARMOUR

JA APPAREL CORP.

BY AUTHORIZED SIGNATURE

BY AUTHORIZED SIGNATURE

⑈00050104⑈ ⑈021000018⑈

14 719211

Spent Detail 2/16
Summary 2/16
Spent GB 2/16

2009

PANSHOES USA INC.
 41 E. 87TH ST., 38TH FLR.
 NEW YORK, NY 10022

RAY
 TO THE
 ORDER OF
Franklin Corp
Leffersand

DATE *2/16/09*

\$ *10,000.00*

DOLLARS *10,000*

FOR *INV# 210*

CHASE
 The Chase Manhattan Bank
 290 Madison Avenue
 New York, NY 10022

⑆002009⑆ ⑆02100002⑆ ⑆16082495⑆

[Signature]

[Signature]

| REF. NO. | YOUR INVOICE NO. | INVOICE DATE | INVOICE AMOUNT | AMOUNT PAID | DISCOUNT TAKEN | NET CHECK AMOUNT |
|-----------|------------------|--------------|----------------|-------------|----------------|------------------|
| ROUND 120 | | 12/03/99 | DEC 99 ROY | 10,000.00 | .00 | 10,000.00 |
| | | | | 10,000.00 | .00 | 10,000.00 |

THIS DOCUMENT CONTAINS A VOID PHOTOGRAPH AND MICROPRINT SIGNATURE LINES

CONTROL NO. 12/29/99 HOUND 7400 MORGAN ROAD • LIVERPOOL, N.Y. 13090-3900

VENDOR NO. *Piemonte*

THOUSAND DOLLARS ONLY

AY HOUNDSTOOTH CORP.
THE ATTN: E. LEACH JOHNSON
DE 650 FIFTH AVENUE, 20TH FLOOR
NY 10019

CHECK NO. 082631

PNC Bank National Association 501 62
Jeannette, PA 433

CHECK AMOUNT
\$*****10,000.00

TWO SIGNATURES REQUIRED

AUTHORIZED SIGNATURE
[Signature]

AUTHORIZED SIGNATURE
[Signature]

082631 043301627 1014771775

PTS AMERICA INC

| CD | REFERENCE # | DATE | VOUCHER | BATCH | GROSS | % | DISCOUNT | OTHER | NET |
|----|-------------|----------|---------|-------|----------|---|----------|-------|----------|
| I | | 04/28/99 | 0004470 | 0428 | 10000.00 | | | | 10000.00 |
| | | | | | TOTALS | | 0.00 | 0.00 | 10000.00 |

CHECK NO. 4931

I = INVOICE
 OA = ON ACCOUNT
 CM = CREDIT MEMO
 DB = DEBIT MEMO

PTS AMERICA INC
 222 FIFTH AVENUE
 NEW YORK, NY 10001-7701

CD-0428

CHECK DATE 04/28/99
 CHECK NUMBER 4931

CHEMICAL BANK
 135 THIRD AVENUE
 NEW YORK, NY 10017

CHECK AMOUNT
 *****10000.00

PAY
 EXACTLY

TEN THOUSAND AND 00/100

TO THE ORDER OF
 HOUNDSTOOTH CORP
 JOSEPH ARBOUD WORLDWIDE
 49 WEST 57TH STREET
 NEW YORK, NY 10019

⑆0004931⑆ ⑆021000125⑆ ⑆1⑆ 01008AW

QUENTIN ASHFORD OF LONDON
DIV. MEN'S ACCESSORIES GROUP LTD.

Date 01-13-2000 241
1-327/260

PAY TO
THE ORDER OF HOUNDSTOCK CORP. \$ 870.00
Eighty Seven Hundred & No/100 DOLLARS

BROADWAY NATIONAL BANK
835 AVENUE OF THE AMERICAS
NEW YORK, NY 10001

FOR Jason Adams Wholesale License 1st MGR.

Security features
included.
Details on back.

MP

⑆026003272⑆ 32 1013 5⑈ 0241

DESIGNER CHECKS - BLUE CLASSIC

D 00078

03/06/2000 17:22

2122239390

ASBOUD WORLDWIDE
JOSEPH ASBOUD MWPAGE 01
PAGE 02JOSEPH ASBOUD
PORTFOLIOINVOICE - DEBT DUE TO
HOUNDSTOOTH CORP

BILL TO

SERGIO PELLARI, INC.
ATTN: ANGELO DELLA CROCE
49 WEST 57TH STREET
NEW YORK, NY 10019

DATE

INVOICE NO.

3/6/00

346

PAYMENT INSTRUCTIONS

PLEASE MAKE CHECK PAYABLE TO
HOUNDSTOOTH CORP.

SEND TO:

ATTN: E. LEACH JOHNSON
JOSEPH ASBOUD COMPANY
650 FIFTH AVE. 20TH FLOOR
NEW YORK, NY 10019

| ITEM | DESCRIPTION |
|------|------------------------------------|
| MGR | MINIMUM GUARANTEED ROYALTY PAYMENT |

| TERMS | DUE DATE |
|-------------|-----------|
| BY DUE DATE | 3/30/00 |
| | AMOUNT |
| | 12,230.00 |

| | | |
|---|--|-------------|
| SERGIO PELLARI INC. | | 2578 |
| PAY TO THE ORDER OF <u>HOUNDSTOOTH CORP</u> | | 1-777/280 G |
| APRIL 1 2000 | | |
| EIGHT THOUSAND ONE HUNDRED NINETY - 00 DOLLARS | | |
| STERLING NATIONAL BANK 425 FIVE AVE. New York, N.Y. 10022 | | |
| Angelo Della Croce | | |
| #002578# 0026007773 03 10986101 | | |

| | |
|-------------|---------|
| Rec'd | 4/6/00 |
| QB | 4/10/00 |
| F/S detail | 4/10/00 |
| F/S summary | 4/10/00 |

TOTAL \$12,230.00

ASBOUD WORLDWIDE 49 WEST 57TH STREET, NEW YORK, NY 10019
TEL 212.223.5000 FAX 212.223.5000

D 00079

Simmons CORPORATE
Better Sleep Through Science

VOID AFTER 180 DAYS

PAY THE SUM OF 37,500.00 DOLLARS AND 00 CENTS

TO THE ORDER OF Joseph Abboud

CHECK NO. 03201064

CHECK DATE 1 05 99

PAY THIS AMOUNT \$37,500.00

SIMMONS COMPANY

Joseph L. Pice
J. P. Vander

REFERENCE

ELI327 611

ACK FOR DETAILS 0

COUNTERSIGNED

⑈0003201064⑈ ⑈051113279⑈ 07 535 466⑈

| INVOICE NUMBER | INVOICE DATE | VOUCHER NO. | GROSS AMOUNT | DISCOUNT AMOUNT | NET AMOUNT PAID |
|--------------------|--------------------|-------------|---------------|---------------------------|-----------------------------------|
| 10300 | 01 03 00 | | \$37,500.00 | | \$37,500.00 |
| CHECK NO. 03201064 | CHECK DATE 1 05 99 | CHECK NO. | VENDOR NUMBER | VENDOR NAME Joseph Abboud | TOTAL AMOUNT OF CHECK \$37,500.00 |

| | |
|-------------|---------|
| Rec'd | 1/6/00 |
| QB | 3/23/00 |
| P/S detail | 3/28/00 |
| P/S summary | 3/28/00 |

D 00080

PAY TO THE ORDER OF

HOUNDSTOOTH CORP.

PAY Sum of Fifteen Thousand and 00/100 Dollars

CHECK NO. 1001558
DATE 03/28/2000
AMOUNT \$15,000.00

United Feather & Down
414 East Golf Road
Des Plaines, IL 60016
(847) 296-6500

Slate Street Bank & Trust Co.
Boston, MA 02101

"1001558" "0110000281" "69507879"

D 00081

V. FRAAS U.S.A., INC.

TOTAL ***

7500.00

BAYERISCHE Vereinsbank AG
(Union Bank of Bavaria)
New York Branch, 335 Madison Ave.,
New York, N.Y. 10017

V. FRAAS (U.S.A.) INC.
350 FIFTH AVENUE,
SUITE 4601
NEW YORK, NEW YORK 10118

352 1-030
267

9360

PAY*****7,500.00*****

***7,500.00
AMOUNT

TO THE JOSEPH ASSOUD
ORDER WORLDWIDE
OF

DATE
3.23.00

V. FRAAS (U.S.A.) INC.

PER

AUTHORIZED SIGNING OFFICER

⑆026008808⑆ 514 1 20677 00⑈

D 00082

| INVOICE NUMBER | INVOICE DATE | DESCRIPTION | GROSS AMOUNT | DISCOUNT | CHECK DATE | NET AMOUNT |
|----------------|-------------------|-----------------------------------|--------------|----------|------------|---------------------|
| 231350 354 | VENDOR 3/06/00 | HOUNDSTOOTH CORP. ACCR ROY PAY | 18750.00 | | .00 | 4/05/00 18750.00 |
| CHECK NUMBER | 65040 | TOTALS | 18750.00 | 00 | | 18750.00 |



Mining Mfg. Co., Inc.
Mining Industries, Inc.

387 QUARRY STREET • FALL RIVER, MA 02723

CHECK DATE: CHECK NO.

4/05/00 65040

CHECK AMOUNT

*****18,750.00*****

EIGHTEEN THOUSAND SEVEN HUNDRED FIFTY AND 00/100*****

TO THE ORDER OF
HOUNDSTOOTH CORP.
JOSEPH ABBOD COMPANY
650 FIFTH AVE. 20TH FLOOR
NEW YORK NY 10019

James Vano
AUTHORIZED SIGNATURE

⑈0000065040⑈ ⑈01100805⑈ 574 02840⑈

SELECTION 3.7 JOSEPH ABBOUD WORLDWIDE

Licensee List - Apparel

| Product Categories | Label | Launch | Company | Contact (Bold indicates CEO / President / Director, etc.) | Phone | Fax |
|---|---|----------------------------|--|---|--|--|
| Men's Tailored Clothing, Furnishings, Golfwear and Sportswear | Joseph Abboud Diamond Label Joseph Abboud Black Label | Spring 1989 Spring 1999 | GPT/JA Apparel 650 5 th Ave. NYC 10019 | Mr. Bob Wlchser Ms. Tracy Young | 212-586-9140 800-999-0600 | 212-315-2636 |
| Men's Overcoats | Joseph Abboud Diamond Label Joseph Abboud Black Label | Fall 2000 | Pierrefesa Corp. 7400 Morgan Rd. Liverpool, NY 13090 551 Madison Avenue NYC 10022 | Mr. Richard Pierrefesa Mr. John McCoy Mr. Patrick Holmes | 315-453-4300 212-969-9683 | 315-451-5459 212-581-3980 212-969-9498 |
| Men's Swimwear, Sleepwear, Robes & Loungewear | Joseph Abboud Collection and Joseph Abboud Diamond Label | Spring 1998 | Malestic Industries 3700 Jean Rivard Montreal, Quebec H1Z 4K3 Canada 9 Nursery La. Westport, CT 06880 | Mr. Sam Landsman Mr. Peter Zucker | 514-727-2000 203-226-9976 800-361-0385 | 514-727-2727 203-227-3213 |
| Men's Rainwear | Joseph Abboud Diamond Label | Fall 1999 | Whaling Mfg. Co. 650 5 th Ave. NYC 10019 | Mr. James Rayao Mr. Ben Miller | 508-678-9061 212-245-0830 800-225-8554 | 508-678-9726 212-581-1235 |
| Women's Collection | Joseph Abboud Collection | Fall 1997 | Sergio Pellari/ADC 49 W. 57 th St. 4 th Floor NYC 10019 | Mr. Angelo Della Croce Mr. John Hollyer | 212-750-5606 | 212-750-5537 |

D 00084

JOSEPH ABBOUD WORLDWIDE

Licensee List - Accessories

| Product Categories | Label | Launch | Company | Contact (Do not indicate CEO/ President/Director, etc.) | Phone | Fax |
|---------------------------------------|---|-------------|--|--|--|------------------------------|
| Men's Shoes | Joseph Abboud Collection and Joseph Abboud Diamond Label | Spring 1997 | Florsheim 1350 Broadway, #1510 NYC 10018 | Mr. Rick Anglin Mr. Dave Sanguinetti Ms. Carolyn Most | 312-458-2500 212-868-9615 | 312-458-7470 212-262-8329 |
| Men's Belt and Small Leather Goods | Joseph Abboud Collection Joseph Abboud Diamond Label | Fall 2000 | Humphreys Inc. 2009 West Hastings St. Chicago IL, 60608 | Mr. Richard Ryan Mr. Larry Fleming | 312-997-2358 312-455-3310 | 312-997-2147 |
| Men's Optical Eyewear & Sunglasses | Joseph Abboud Collection and Joseph Abboud Diamond Label | Fall 1998 | Ambassador Eyewear 3600 Marshall La. Bensalem, PA 19020 | Mr. Barry Budfluv Mr. Kenneth Kinick Mr. Marty Levine | 215-633-7868 800-220-2019 | 215-604-9962 800-245-6862 |
| Men's Fragrance | Joseph Abboud Diamond Label | Spring 1991 | EuroItalia/EuroParfums 444 Madison Ave. NYC 10022 | Ms. Maria Torres Ms. Carey Lopez Ms. Alexandra Giansanti | 212-715-0671 | 212-715-9912 |
| Men's Watches & Timepieces | Joseph Abboud Collection and Joseph Abboud Diamond Label | Spring 1998 | E. Gluck Corp. 29-10 Thomson Ave. L.I.C., NY 11101 Shm. 411 5th Av, NYC | Mr. Mitchell Gelnick | 718-784-0700 718-482-4130 212-679-6455 800-840-2959 | 718-482-2702 718-482-2700 |
| Men's Scarves Women's Scarves | Joseph Abboud Collection and Joseph Abboud Diamond Label | Fall 1998 | V. Fraas 350 5th Ave. NYC 10118 | Mr. Ken Krieger Mr. Roy Chinnici Mr. Jim Pell | 212-244-2350 | 212-629-5739 |
| Men's Sterling Silver Jewelry | Joseph Abboud Collection Joseph Abboud Diamond Label | Fall 2000 | Quentin Asiford 1300 Avenue T Brooklyn, NY 11229 | Mr. Jacques Baghdadi | 718-376-7676 212-944-8383 | 718-998-9988 |

JOSEPH ABBOUD WORLDWIDE

Licensee List - Home

| Product Categories | Label | Launch | Company | Contact (Business CEO, etc.) | Phone | Fax |
|---|-----------------------------|-------------|---|---------------------------------|--|--|
| Bedding, Bath, Blanket & Beach | Joseph Abboud Diamond Label | Spring 1999 | Davidson Cotton Co./Atrium 295 5th Ave., Suite 312 NYC 10016 | Mr. Charles Schlang | 212-889-7777 704-947-0880 | 212-447-4070 704-947-0018 |
| Wall Coverings | Joseph Abboud Diamond Label | Spring 2000 | Imperial Home Decor Corp 23645 Mercantile Rd. Cleveland, OH 44122 | Mr. Michael Landau | 216-378-5505 216-378-5330 | 216-378-5529 |
| Decorative Fabrics | Joseph Abboud Diamond Label | Spring 2000 | Kravel 225 Central Avenue, South Bethpage, NY 11714 | Ms. Lisa Kravel | 212-686-9329 212-421-6363 | 212-951-7008 212-751-7196 |
| Tablecloths, Place Mats, Kitchen Textiles | Joseph Abboud Diamond Label | Spring 2000 | Avon Home Textiles 75 Lundquist Dr. Brentree, MA 02184 | Mr. George Kouri, Jr. | 516-293-2000 781-843-9600 ext. 206 | 516-293-2116 781-843-9601 212-213-3757 |
| Hand-made Patchwork Quilts and Accessories | Joseph Abboud Diamond Label | Spring 2000 | Hedaya Home Fashions Inc. 295 5th Ave., Suite 406 NYC 10016 | Nathan Hedaya Jack McDonnell | 212-889-1111 | 212-889-1115 |
| Down Comforters and Pillows | Joseph Abboud Diamond Label | Spring 2000 | United Feather and Down 414 East Golf Road Des Plaines, IL 60016 | Brandon Palmer | 847-296-6500 | 847-296-6616 |
| Shower Curtains and Accessories | Joseph Abboud Diamond Label | Spring 2000 | Creative Bath Products, Inc. 295 5th Avenue, Suite 111 New York, NY 10016 | Rick Lipton | 212-889-2666 | 212-889-3770 |
| Decorative Pillows | Joseph Abboud Diamond Label | Spring 2000 | Bess Manufacturing Co. 1807-27 Huntington St. Philadelphia, PA 19125 | W. Thomas Klenert | 215-425-9450 212-545-8942 | 215-425-3528 212-689-5102 |
| China | Joseph Abboud Diamond Label | Spring 2000 | PTS America, Inc. 222 5th Avenue New York, NY 10001 | Chuck Gallagher | 212-889-8301 | 212-889-6907 |
| Flatware | Joseph Abboud Diamond Label | Spring 2000 | Excel 100 Andrews Road Hicksville, NY 11801 | Mr. Harmon Stein | 516-794-3355 | 516-794-5250 |
| Mattresses and Box Springs | Joseph Abboud Diamond Label | Fall 2000 | Simmons Company 1 Concourse Parkway Atlanta, GA 30328-5369 | Mr. Scott White | 770-206-2647 | 770-673-2638 |
| Woven and Printed Area Rugs | Joseph Abboud Diamond Label | Fall 2000 | Counstan 2 Executive Drive Fort Lee, NJ 07024 | Mr. Greg Jorci | 201-585-8500 800-223-6186 | 201-585-8552 |

JOSEPH ABBOUD WORLDWIDE

Licensee List - International

| Product Categories | Label | Launch | Company | Contact (bold indicates CEO / President / Director, etc.) | Phone | Fax |
|--|---|-----------------------|--|---|---|---|
| Men's Tailored Clothing, Furnishings and Sportswear | Joseph Abboud Diamond Label | Fall 1995 (Japan) | Onward Kashiyama 499 7 th Ave. NYC 10018 | Mr. Masabumi Kiyohara Ms. Yukiko Ohta | 212-629-6100 | 212-629-5067 |
| Men's Clothing, Furn., Sportswear, Accessories | Joseph Abboud Collection and Joseph Abboud Diamond Label | Fall 1999 (Taiwan) | Carnival C/O Ralph Kaufmann 3160 Summit Ave. Highland Park, IL 60035 | Mr. Bob Shiao Mr. Alfred Wang Mr. Ralph Kaufmann | 011-886-227- 113-171 847-433-6415 | 011-886-227- 317-367 847-433-6420 |

D 00087

Summary 3.8

LICENSE OVERVIEW

MEN'S LICENSES (OTHER THAN G.F.T.)

1. Pietrafesa - Men's Outwear Fall 2000, First season, replaced Cardinal as Overcoat licensee.
2. Majestic - Swimwear ; No issues.
3. Whaling - Men's Rainwear. No issues.
4. Florsheim - Men's Shoes - Spring 2001 last season. All details provided in due diligence book. Search on for replacement.
5. Humphreys - Men's Belts & Leather Accessories. Fall 2000 1st season- No issues.
6. Ambassador - Eyewear Contract expired. Company filed Chapter 11. Royalties still due Joseph Abboud.
7. EuroItalia - Men's Fragrance. Small underdeveloped business. Looking to find a stronger partner.
8. E.Gluck - Men's Watches. Royalties renegotiated and agreed upon December 6, 1999. In Due Diligence Book.
9. V. Fraas - Men's Scarves. Small business expires Fall 2000. No issues.
10. Quentin Ashford - Men's Jewelry. Fall 2000 First Season. No issues.
11. Cardinal - Men's Overcoats. Contract expired Fall 1999. Replaced by new licensee, Pietrafesa. In litigation.
12. Grieco - Men's Collection. Contract expired Fall 1999. Royalties not received for 1999.



13. DayLor - Contract expired Spring 2000. Royalties not received. In litigation.

WOMEN'S LICENSES

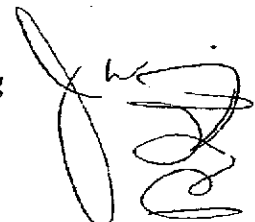
1. Pellari - Women's Collection- Spring 2001 last season. Minimums eliminated due to erosion of business.
2. Pancaldi - Women's Shoes- No business activity. In breach of contract. No funds received. In litigation.

INTERNATIONAL LICENSES

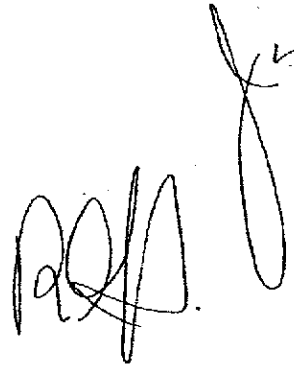
1. Onward Kashiyama - Japan - Contract with G.F.T. Spring 2000 Last Season. Contract renegotiated by Bob Wichser. Awaiting finalization.
2. Carnival - Tiawan - Fall 1999 First Season. No issues.

HOME LICENSES

1. Davidson Cotton Co. - Bedding & Bath. Spring 1999 First Season. First season difficulties in shipping product.
2. Imperial - Wall Coverings. Spring 2000 First Season. No issues.
3. Kravet - Decorating Fabrics. Spring 2000 First Season. No issues.
4. Avon Home Textiles - Tablecloths, Kitchen textiles. Spring 2000 First Season. No issues.
5. Hedava Home Fashions - Handmade Quilts. Spring 2000 First Season. No issues.
6. United Feather & Down - Down Comforters and Pillows. Spring 2000 First Season. No issues.



7. Creative Bath – Shower Curtains and Accessories. Spring 2000 First Season. No issues.
8. Bess Manufacturing – Decorative Pillows. Spring 2000 First Season. No issues.
9. PTS America – China. Spring 2000 First Season. No issues.
10. Excel – Flatware. Spring 2000 First Season. No issues.
11. Simmons Company – Mattresses and Box Springs. Fall 2000 First Season. No issues.
12. Couristan – Woven and Printed Area Rugs. Fall 2000 First Season. No issues.

A handwritten signature in black ink, consisting of stylized, overlapping loops and lines, located in the lower right quadrant of the page.

SCHEDULE 5.1

NONE

A handwritten signature in black ink, appearing to be 'R. H. H.', located to the right of the word 'NONE'.

D 00091